

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

1372720

OMB APPROVAL				
OMB Number:	3235-0076			
Expires:	April 30, 2008			
Estimated average	e burden			
hours per respons	e16.00			

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	DATE	RECEIVED	
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Name of Offering (check if this is an amendation of the control offshore Japan Fund 2X, L.P.	ment and name has					
Filing Under (Check box(es) that apply):	☐ Rule 504	Rule 505		Sec	tion 4(6)	□ ULOE
Type of Filing: New Filing	Amendment				-1-2C-1-1-1-1-C-1	
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 Enter the information requested about the is 						
Name of Issuer (check if this is an amer FrontPoint Offshore Japan Fund 2X, L.P.		-				
Address of Executive Offices	(Number and Stre	et, City, State, Zip Co	de)	Telephone Num	ber (Includi	ng Area Code)
Address of Principal Business Operations	(Number and Stre	et, City, State, Zip Co	de)	Telephone Num	ber (Includi	ng Area Code)
(if different from Executive Offices)						
Brief Description of Business		NOV	CESSE / 0 9 2007	D	076	082961
Type of Business Organization			IOMSON -	_		
corporation	limited partner	ship, already formed	VANCIAL	other (please	e specify):	
☐ business trust	limited partner	ship, to be formed				
Actual or Estimated Date of Incorporation or Or	•	Month	Year	Actual	 1] Estimated
Jurisdiction of Incorporation or Organization:		J.S. Postal Service ab N for other foreign juri		ite:		
GENERAL INSTRUCTIONS						
Federal:						

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendianced not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (05-05) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

2. Each personation requested for the following: Each personation of the issuer, it he issuer has been organized within the past five years: Each bearbillist owner having his power to vice or dispose, or direct the vote or dispose, or direct the vote of disposition et.) 10% or more of a class of equity securities of the issuer. Each personal and averaging partner of estimately issuers. Check Box(es) that Apply:			A. BASIC IDENTIF	CATION DATA	PROPERTY	
Each beneficial environtly the power to vice or disposition of 1,19% or more of a class of equity securities of the betwer. Each general and managing partner of partnership issuens: Each general and managing partner of partnership issuens: Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) FrontPoint Japan Fund 2X GP, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 2 Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) FrontPoint Partners LLC Business or Residence Address (Number and Streat, City, State, Zip Code) 2 Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Streat, City, State, Zip Code) 2 Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Managing Partner Beneficial Owner Executive Officer Director General and/or Managing Partner Beneficial Owner Executive Officer Director General and/or Managing Partner Beneficial Owner Executive Officer Director General and/or Managing Partner Beneficial Owner Executive Officer Director General and/or Managing Partner Beneficial Owner Executive Officer Director General and/or Managing Partner Business or Residence Address (Number and Street, City, State, Zip Code) 2 Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Business or Residence Address (Number and Street, City, State, Zip Code) 2 Greenwich Plaza, Greenwich, CT 06830 Check Box(e						
Each executive Officer and director of corponate (scheman of corporate general and managing partners of partnership issuers; and Each general and managing partners of partnership issuers. Chack Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) FroutPoint Japan Fund 2X GP, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 2 Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) FroutPoint Partners LLC Business or Residence Address (Number and Street, City, State, Zip Code) 2 Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 2 Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Boyle, Geraldine Boxiness or Residence Address (Number and Street, City, State, Zip Code) 2 Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Morkinney, T.A. Business or Residence Address (Number and Street, City, State, Zip Code) 2 Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: Promoter General and/or Managing Partner Full Name (Last name first, if individual) Amodi, Jill Business or Residence Address (Number and Street, City, State, Zip Code) 2 Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: Promoter General and/or Managing Partner Full Name (Last name first, if individual) Amodi, Jill Busin	Each promoter of the	issuer, if the issuer has be	een organized within the past live	years; licensition of 10% or more of	a class of aquity secur	ities of the issuer
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Managing Partner Full Name (Last name first, if individual) FrontPoint Partners LLC Business or Residence Address (Number and Street, City, State, Zip Code) 2 Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply:	2 Greenwich Plaza, Greenwi	ch, CT 06830				
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Full Name (Last name first, if individual) Mamoll, Eric Business or Residence Address (Number and Street, City, State, Zip Code)			□ □ f-inl Onnt	M Executive Officer	☐ Director	☐ General and/or
Marmoll, Eric Business or Residence Address (Number and Street, City, State, Zip Code)			☐ Beneficial Owner	⊠ Executive officer		
Business or Residence Address (Number and Street, City, State, Zip Code)	· ·	if individual)				
			et, City, State, Zip Code)	:		
2 Greenwich Plaza, Greenwich, CT 06830	2 Greenwich Plaza, Greenw	ich, CT 06830				
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	
Full Name (Last name first, if individual)	Full Name (Last name first,	if individual)				
Creaney, Robert						
Business or Residence Address (Number and Street, City, State, Zip Code)		ress (Number and Stre	et, City, State, Zip Code)			
2 Greenwich Plaza, Greenwich, CT 06830						
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)	**** *** ***		sheet, or copy and use additio	nal copies of this sheet, a	is necessary.)	

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Munno, Dawn		•			
Business or Residence Addre	ss (Number and Street	, City, State, Zip Code)			
2 Greenwich Plaza, Greenwich	th, CT 06830				
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☑ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Mendelsohn, Eric	10				
Business or Residence Addre	ess (Number and Street	, City, State, Zip Code)			
2 Greenwich Plaza, Greenwich	h, CT 06830				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer ■ Executive Officer ■	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Webb, James G.					
Business or Residence Addre	ss (Number and Street	, City, State, Zip Code)			
2 Greenwich Plaza, Greenwich	ћ, СТ 06830				
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Deutsche Bank Nominees (Je	ersey) Ltd. a/c TFM				
Business or Residence Addre	ss (Number and Street	, City, State, Zip Code)			
PO Box 727 St. Paul's Gate,					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Aggregate Already Sold Offering Price Type of Security Debt..... Equity ☐ Preferred ☐ Common Convertible Securities (including warrants) Partnership Interests..... \$5,500,000 \$5,500,000 \$ Other (Specify \$5.500,000 \$5,500,000 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount of Purchases Investors \$5,500,000 Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Security Sold Type of offering Rule 505 Regulation A..... Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs..... Legal Fees...... Engineering Fees \$ Other Expenses (identify) Total

C: OFFERING PRICE NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

C. OFFERING PR	ICE NUMBER OF INVESTORS EXPENSES	AND I	JSE OF PROCEEDS	r us	清解清洁温度	
 Enter the difference between the aggregate offering price given in response to Part C Question 1 and total expenses in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 				\$5,500,000		
 Indicate below the amount of the adjusted gr to be used for each of the purposes shown. furnish an estimate and check the box to the blisted must equal the adjusted gross proceed: Question 4.b above. 	If the amount for any purpose is not known, eft of the estimate. The total of the payments					
			Payments to Officers, Directors & Affiliates		Payments To Others	
Salaries and fees			<u>s</u>		\$	
Purchase of real estate			\$		\$	
Purchase, rental or leasing and installation	on of machinery and equipment		\$		\$	
	and facilities		\$		\$	
Acquisition of other businesses (including offering that may be used in exchange to	r the assets or securities of another issuer	_	ť	_	•	
· ·			\$		•	
The state of the s			3		\$	
= -			3			
Other (specify): Investment in limited p			3	. 🗵	\$ 5,500,000	
			\$		\$	
Column Totals			\$		\$5,500,000	
	ded)		⊠ \$5,50	0,000		
	SESSOR DIFFERENCE SIGNATURE VIN			EXEL		
The issuer has duly caused this notice to be signed constitutes an undertaking by the issuer to furnish furnished by the issuer to any non-accredited investigation.	d by the undersigned duly authorized person. If to the U.S. Securities and Exchange Commissi	fthisi	notice is filed under Rule	: 505, t	the following signature	
Issuer (Print or Type)	Signature 0		Date			
FrontPoint Offshore Japan Fund 2X, L.P.	Mary		October 31, 2007			
Name of Signer (Print or Type)	Title of Signer (Print on Type)		_			
T.A. McKinney	Senior Vice President of FrontPoint Japan Fund 2X GP, LLC, general partner of the Issuer					

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

